

726

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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August 16, 1989

RECORDATION NO

7726-K  
FILED 1425

AUG 28 1989 -12 05 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO

7726-J  
FILED 1425

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INTERSTATE COMMERCE COMMISSION

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ATTORNEYS

9-240A022

## Via Air Courier

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27761 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 65

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Seventh Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 10, 1989, creating Southern Pacific Transportation Company Equipment Trust, Series 65, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of October 15, 1974, recorded on November 22, 1974, at 2:30 PM, assigned Recordation No. 7726;

Ms. Noreta R. McGee  
Page Two  
August 16, 1989

First Supplement to Equipment Trust Agreement  
dated as of December 7, 1979, recorded on  
December 17, 1979, at 1:20 PM, assigned Recordation No. 7726-A;

Second Supplement to Equipment Trust Agreement  
dated as of June 1, 1984, recorded on June 19, 1984,  
at 3:10 PM, assigned Recordation No. 7726-B;

Third Supplement to Equipment Trust Agreement  
dated as of May 15, 1985, recorded on June 6,  
1985, at 12:55 PM, assigned Recordation No. 7726-C;

Fourth Supplement to Equipment Trust Agreement  
dated as of March 31, 1986, recorded on April  
29, 1986, at 9:55 AM, assigned Recordation No.  
7726-D;

Assignment and Transfer of Certain Road Equipment  
dated as of March 31, 1986, recorded on April 29,  
1986, at 9:55 AM, assigned Recordation No. 7726-E;

Fifth Supplement to Equipment Trust Agreement  
dated as of June 1, 1987, recorded on July 21,  
1987, at 1:30 PM, assigned Recordation No. 7726-F;

Assignment and Transfer of Certain Road Equipment  
dated as of June 1, 1987, recorded on July 21,  
1987, at 1:30 PM, assigned Recordation No. 7726-G;

Sixth Supplement to Equipment Trust Agreement dated  
as of May 31, 1988, recorded on June 20, 1988, at  
2:30 PM, assigned Recordation No. 7726-H; and

Assignment and Transfer of Certain Road Equipment  
dated as of May 31, 1988, recorded on June 20, 1988,  
at 2:30 PM, assigned Recordation No. 7726-I.

In connection with the recording of the Seventh Supplement  
and Assignment and Transfer, each dated as of July 10, 1989, to the  
Equipment Trust Agreement dated as of October 15, 1974, the following  
information is set forth:

Ms. Noreta R. McGee  
Page Three  
August 16, 1989

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of the Equipment  
Covered by the Seventh Supplement:

<u>Number of Units</u>	<u>Description</u>
24	100-ton Hopper Cars; Greenville Steel Car Company, builder; lettered SP and numbered 465118-465120, 465122, 465123, 465125-465133, 465136, 465137, 465139, 465141-465147.

General Description of the Equipment Covered by the  
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
2	100-ton Hopper Cars; Greenville Steel Car Company, builder; lettered SP and numbered 465555 and 465568.
1	70-ton Box Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 245682.
1	3300 H.P. Locomotive; General Electric Co., builder; lettered SP and numbered 8599.

When the recording of the Seventh Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts

Ms. Noreta R. McGee  
Page Four  
August 16, 1989

thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis P. Warchot", with a long horizontal flourish extending to the right.

Louis P. Warchot  
General Attorney

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

RECORDATION NO.

7736-8  
FILED 1435

AUG 28 1989 -12 05 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 65

\*\*\*\*\*

SEVENTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 10, 1989

\*\*\*\*\*

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the tenth day of July, 1989, between First Pennsylvania Bank, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of October 15, 1974, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 65 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the unsuitable railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 65, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
24	100-ton Hopper Cars; Greenville Steel Car Company, builder; lettered SP and numbered 465118-465120, 465122, 465123, 465125-465133, 465136, 465137, 465139, 465141-465147.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Seventh Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

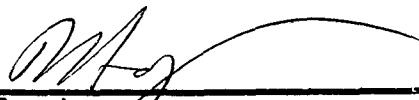
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.


FIRST PENNSYLVANIA BANK, N.A.,  
Trustee

By   
Corporate Trust Officer

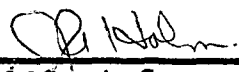
Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Treasurer

Attest:

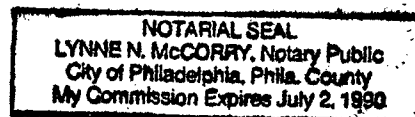
  
Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA           )  
   ) ss.  
CITY AND COUNTY OF PHILADELPHIA      )

On this 28<sup>th</sup> day of July, 1989, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry  
Notary Public



STATE OF CALIFORNIA )  
 ) ss.  
CITY AND COUNTY OF SAN FRANCISCO )

On this 10th day of July, 1989, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenora M. J. Young  
Notary Public

